

SEYFARTH, SHAW, FAIRWEATHER & GERALDSON

55 EAST MONROE STREET
CHICAGO, ILLINOIS 60603

AREA CODE 312 346-8000
CABLE ADDRESS: INTERLEX

LOS ANGELES OFFICE
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AREA CODE 213 277-7200

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May 29, 1987 7497-C
RECORDATION NO. Filed 142b

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JUN 8 1987 -1 30 PM

**CERTIFIED MAIL
RETURN RECEIPT REQUESTED**

INTERSTATE COMMERCE COMMISSION

Secretary
Interstate Commerce Commission
Washington, DC 20423

No.

7-158A015

DateJUN...8.1987.....

Fee \$10.00.....

Re: Recordation Number: 7497

ICC Washington, D.C.

Dear Secretary:

I have enclosed four certified copies of the document described below to be recorded pursuant to Section 11303 of Title 49 of the U.S. Code. The original of this document has been sent for filing as a secondary document under Recordation No. 7495.

This document is a Nonrecourse Bill of Sale, a secondary document, dated March 30, 1987.

The primary document to which this is connected is recorded under Recordation No. 7497.

The names and addresses of the parties to the document are as follows:

Seller: American Security Bank, N.A., formerly known
as American Security and Trust Company
730 Fifteenth Street, N.W.
Washington, D.C. 20013

Buyer: General Electric Railroad Services Corporation
33 W. Monroe St.
Chicago, Illinois 60603.

A description of the equipment covered by the document is listed on the attached schedule. However, the document is intended to cover all equipment covered by the primary document.

JUN 8 1 16 PM '87
RECEIVED
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Secretary, Interstate
Commerce Commission

May 29, 1987
Page Two

A fee of \$10.00 is enclosed. Please return any extra copies not needed by the Commission for recordation to:

Richard Demarest Yant
Seyfarth, Shaw, Fairweather & Geraldson
55 East Monroe Street, Suite 4200
Chicago, Illinois 60603

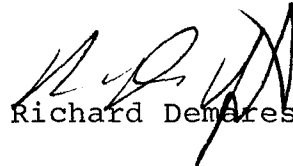
A short summary of the document to appear in the index follows:

Nonrecourse Bill of Sale dated March 30, 1987 from American Security Bank, N.A., formerly known as American Security and Trust Company, to General Electric Railcar Services Corporation conveying its interest in the railcar rolling stock described therein and all interest of Seller in documents recorded under Recordation Nos. 7495, 7496 and 7497.

Very truly yours,

SEYFARTH, SHAW, FAIRWEATHER & GERALDSON

By


Richard Demarest Yant

RDY/pp
Enclosure

cc: Winston I. Lowe
Robert J. Hoelscher

Interstate Commerce Commission
Washington, D.C. 20423

OFFICE OF THE SECRETARY

6-8-87

Mr. Richard Demarest Yant
Seyfarth, Shaw, Fairweather & Geraldson
55 East Monroe Street, Suite 4200
Chicago, Illinois 60603

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 6-8-87 at 1:30PM, and assigned re-recording number(s) 7497-C

Sincerely yours,

Noreta K. McGee
Secretary

Enclosure(s)

SE-30
(7/79)

Certified Copy

RECORDATION NO. 7497-C Filed 142b

JUN 8 1987 -1 22 PM

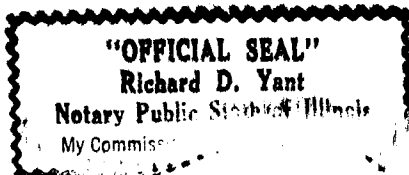
INTERSTATE COMMERCE COMMISSION

State of Illinois)
) SS
County of Cook)

I, Richard D. Yant, a notary public in and for the
County and State aforesaid, certify that I have compared
the attached copy with the original and have found the
copy to be complete and identical in all respects to the
original document.

Date: 5/29/87

[Seal]



Richard D. Yant
Signature of Notary Public

3-5

NONRECOURSE BILL OF SALE

FOR VALUE RECEIVED, including and in full and complete satisfaction of all obligations under the Documents (hereinafter defined), AMERICAN SECURITY BANK, ^{N.A.,} ~~XXXXXXXXXXXXXXXXXXXX~~ ^{national} banking corporation and successor of American Security and Trust Company, (the "Seller"), grants, bargains, sells, conveys, transfers, and delivers unto GENERAL ELECTRIC RAILCAR SERVICES CORPORATION (the "Buyer"), a Delaware corporation having a place of business in Chicago, Illinois, all the Seller's right, title, and interest in the railcars, goods, and chattels set forth on Schedule 1 attached hereto and made a part hereof (the "Equipment") and intended to be all railcars involved in the March 1, 1974 Transaction Agreements that are not subject to the Lease with the Chicago, Milwaukee, St. Paul and Pacific Railroad Company.

The Seller is not a manufacturer, distributor of, dealer in, or merchant in the Equipment. The Seller makes NO WARRANTY ABOUT THE EQUIPMENT, INCLUDING, WITHOUT LIMITATION, ANY WARRANTY OF TITLE, MERCHANTABILITY, OR FITNESS FOR A PARTICULAR PURPOSE. THERE ARE NO REPRESENTATIONS OR WARRANTIES, EXPRESS, IMPLIED OR STATUTORY. THE EQUIPMENT IS CONVEYED "AS IS, WHERE IS". By acceptance of delivery of the Equipment, the Buyer acknowledges that the buyer has either examined such Equipment as fully as desired or has been given the opportunity for such examination and has declined to make such examination.

The term "Documents" means all documents relating to the March 1, 1974 Transactions and reflecting the acquisition, financing, and leasing of the Equipment, including but not

limited to those documents listed on Schedule 2 hereto, and any associated trust agreement, finance agreement, and amendments thereto. The acceptance by the Buyer and First Security Bank, N.A., Agent, of this Nonrecourse Bill of Sale constitutes the discharge of all the obligations of the Seller, The First National Bank of Maryland, Citytrust Corp., successor to CFSC Leasing Corp., and any other beneficiary of the Seller's Trust Agreement, of all obligations under the Documents by and on behalf of First Security Bank of Utah, N.A., Meritor Savings Bank, New England Mutual Life Insurance Company, Home Life Insurance Co., their successor and assigns, and of all other obligations to the Buyer, First Security Bank, N.A., their principals, successors, affiliates, or assigns. ^{in respect of the} Equipment

The Seller hereby releases and forever discharges any lien, security interest, or encumbrance which it now has or ever has had in, to, or upon the Equipment.

This instrument is binding upon the Seller, its successors, and assigns.

IN WITNESS WHEREOF, the Seller has caused a duly authorized officer of the Seller to execute this instrument this 30th day of March, 1987.

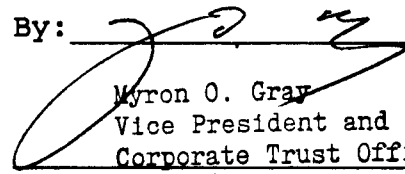
AMERICAN SECURITY BANK, N.A.
successor to American Security
and Trust Company, as Trustee
for The First National Bank
of Maryland and Citytrust Corp.,
successor to CFSC Leasing Corp.

ATTEST:



[Corporate Seal]

By: _____


Myron O. Gray
Vice President and
Corporate Trust Officer

Name and Title (Please print)

Schedule 1 to Nonrecourse
Bill of Sale for March 1, 1974
Transaction Agreements

Car Number

NAHX 046108
NAHX 046136
NAHX 046137
NAHX 046141
NAHX 046144
NAHX 046150
NAHX 046157
NAHX 046162
NAHX 046163
NAHX 046164
NAHX 046176
NAHX 046179
NAHX 046183
NAHX 046185
NAHX 046186
NAHX 046190
NAHX 046193
NAHX 046203
NAHX 046267
NAHX 046268
NAHX 046269
NAHX 046270
NAHX 046271
NAHX 046273
NAHX 046274
NAHX 046276
NAHX 046277
NAHX 046279
NAHX 046281
NAHX 046282
NAHX 046283
NAHX 046285
NAHX 046287
NAHX 046288
NAHX 046289
NAHX 046290
NAHX 046291
NAHX 055400
NAHX 055401
NAHX 055403
NAHX 055407
NAHX 055409
NAHX 055418
NAHX 055427
NAHX 055434
NAHX 055435
NAHX 055438
NAHX 800250
NAHX 800251
NAHX 046172
NAHX 055414
NAHX 055432
NAHX 046187
NAHX 046192

Car Number

NAHX 046201
NAHX 055437
NAHX 046165
NAHX 046166
NAHX 046167
NAHX 046168
NAHX 046272
NAHX 046215
NAHX 046245
NAHX 046246
NAHX 046247
NAHX 046248
NAHX 046249
NAHX 046250
NAHX 046251
NAHX 046252
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NAHX 046258
NAHX 046259
NAHX 046260
NAHX 046262
NAHX 046263
NAHX 046264
NAHX 046262
NAHX 055410
NAHX 055433
CC 800258
NAHX 046138
NAHX 046139
NAHX 046188
NAHX 046200
NAHX 046280
NAHX 046284
NAHX 800252
NAHX 046180
NAHX 055424
NAHX 046156
NAHX 046181
NAHX 046182
NAHX 046265
NAHX 055404
NAHX 055422
NAHX 800257
NAHX 046171
NAHX 046189
NAHX 046191
NAHX 055411
NAHX 055412
NAHX 055421
NAHX 055429

Car Number

NAHX 046170
NAHX 046140
NAHX 046161
NAHX 046169
NAHX 046173
NAHX 046175
NAHX 046177
NAHX 046184
NAHX 046204
NAHX 046266
NAHX 046278
NAHX 046286
NAHX 046153
NAHX 046154
NAHX 046145
NAHX 046146
NAHX 046147
NAHX 046148
NAHX 046149
NAHX 046151
NAHX 046152
NAHX 046160
NAHX 800256
NAHX 046143
NAHX 046133
NAHX 046134
NAHX 046135
NAHX 046142
NAHX 046178
NAHX 055405
NAHX 046275
NAHX 046155
NAHX 046159
NAHX 800253
NAHX 800254
NAHX 800255

Schedule 2 to Nonrecourse Bill of Sale
for March 1, 1974 Transaction Agreements

Unless otherwise indicated, all documents are dated as of March 1, 1974; term "Pullman" means Pullman Incorporated (Pullman-Standard Division); the term "FNB" means The First National Bank of Maryland; the term "NACC" means North American Car Corporation; the term "FSB" means First Security Bank Of Utah, N.A., as agent for Meritor Savings Bank, Provident Mutual Life Insurance Company, Fidelity Mutual Life Insurance Company, The Life Insurance Company of Virginia, their predecessors, successors, and assigns; the term "CFSC" means Citytrust Corp., successor to CFSC Leasing Corp., the term "Trustee" shall mean American Security Bank/^{N.A.} successor to American Security and Trust Company and the term "ICC" means the United States Interstate Commerce Commission.

Document Description

ICC Recording Data

Conditional Sale Agreement between NACC and the Trustee, as trustee for CFSC and FNB	5/3/74 No. 7495
Agreement and Assignment between NACC and FSB as Agent	5/21/74 No. 7495-A
Amendment Agreement dated as of July 1, 1974 among the Trustee, as trustee of CFSC and FNB, NACC, and FSB, as Agent	7/25/74 No. 7495-B
Amendment Agreement dated as of December 15, 1974 among the Trustee, as trustee for CFSC and FNB, NACC, and FSB, as Agent	1/02/75 No. 7495-C
Amendment Agreement dated as of December 15, 1974 among the Trustee, as trustee for CFSC and FNB, NACC, FSB, as Agent	4/27/81 No. 7495-D
Conditional Sale Agreement among Pullman, the Trustee, as trustee for CFSC and FNB, and NACC	5/3/74 No. 7496

Agreement and Assignment between Pullman
and FSB, as Agent

5/21/74
No. 7496-A

Amendment Agreement dated as of December 15,
1974 among the Trustee, as trustee for CFSC
and FNB, Pullman, NACC, and FSB as Agent

1/02/75
No. 7496-B

Lease of Railroad Equipment between the
Trustee, as trustee for CFSC and FNB,
and NACC

5/3/74
No. 7497

Assignment of Lease and Agreement between
the Trustee, as trustee for CFSC and FNB
and FSB, as Agent

5/21/74
No. 7497-A

a:sch.003.

DISTRICT OF COLUMBIA:

ss:

On this 30th day of March , 1987, before me appeared
Myron Gray , who being duly sworn deposed and said
that he is Vice President

of American Security Bank/^{N.A.,} successor to
American Security and Trust Company (the "Bank"), that one of the
seal affixed to the foregoing Nonrecourse Bill of Sale is a
corporate seal of the Bank, that said document was signed and
sealed on behalf of the Bank by authority of its Board of
Directors, that the execution and sealing of the Nonrecourse Bill
of Sale was a free act and deed of the Bank, and that the
Nonrecourse Bill of Sale may be recorded as such.



Notary Public

My Commission Expires 12/14/91

[Notarial Seal]

a:bos.455.